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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GENERAL MOTORS CORP., *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

**AMENDED AND RESTATED VERIFIED STATEMENT OF
DILWORTH PAXSON LLP AS TO REPRESENTATION OF MULTIPLE PARTIES IN
INTEREST PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure, Anne Marie P. Kelley, a member of Dilworth Paxson LLP (“**Dilworth**”), hereby makes the following representations in connection with this Amended and Restated Verified Statement:

1) Dilworth filed its original Verified Statement on June 15, 2009 [Docket No. 1042]. This Amended and Restated Verified Statement amends and restates the original Verified Statement in its entirety.

2) Dilworth represents the following creditors and/or parties in interest (collectively, the “**Parties**”) in connection with the bankruptcy cases of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”):

The Dow Chemical Company
2030 Dow Center
Midland, Michigan 48674
Attention: Lee H. Sjoberg, Esquire

Dow Chemical Canada ULC
c/o The Dow Chemical Company
2030 Dow Center
Midland, Michigan 48674
Attention: Lee H. Sjoberg, Esquire

Essex Specialty Products LLC
c/o The Dow Chemical Company
2030 Dow Center
Midland, Michigan 48674
Attention: Lee H. Sjoberg, Esquire

MEDCO Health Solutions
100 Parsons Pond Drive
Franklin Lakes, New Jersey 07417-2603

Eckenhoff Buick-Pontiac-GMC-Cadillac, Inc.
c/o Dilworth Paxson LLP
Liberty View
457 Haddonfield Road, Suite 700
Cherry Hill, New Jersey 08002
Attention: Brett Wiltsey, Esquire

E-Cubed, Inc.
c/o Dilworth Paxson LLP
Liberty View
457 Haddonfield Road, Suite 700
Cherry Hill, New Jersey 08002
Attention: Brett Wiltsey, Esquire

SN-JN Limited Partnership
c/o Dilworth Paxson LLP
1500 Market Street
Suite 3500E
Philadelphia, Pennsylvania 19102-2101
Attention: Peter C. Hughes, Esquire

3) Each of the Parties has retained Dilworth to represent its respective interests in connection with the Debtors' bankruptcy cases.

4) Each of the Parties holds a claim and/or is a party to an agreement with the Debtors that are impacted and/or implicated by the Debtors' bankruptcy cases.

5) Upon information and belief formed after due inquiry, Dilworth has neither a claim against nor equity interest in the Debtors.

6) Dilworth hereby expressly reserves the right to supplement and/or amend this Amended and Verified Statement to the extent it may be necessary.

Respectfully submitted,

Dated: June 25, 2009

DILWORTH PAXSON LLP

By: /s/ Anne Marie P. Kelley

Anne Marie P. Kelley
Scott J. Freedman
Matthew Azoulay
LibertyView – Suite 700
457 Haddonfield Road
Cherry Hill, New Jersey 08002
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VERIFICATION

I hereby verify under penalty of perjury that to the best of my knowledge, information and belief, the foregoing statements are true and correct.

/s/ Anne Marie P. Kelley
Anne Marie P. Kelley

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of June, 2009, a copy of the foregoing *Amended and Restated Statement Of Dilworth Paxson LLP As To Representation Of Multiple Parties In Interest Pursuant To Bankruptcy Rule 2019* was filed electronically through the ECF system and served electronically on all parties accepting Notice of Electronic Filing. Parties may access this filing through the Court's ECF system.

/s/ Scott J. Freedman
Scott J. Freedman